

**UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

MICHAEL GORDON, Individually and on)	
Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	
)	
v.)	
)	
CEB INC., THOMAS L. MONAHAN, III,)	
GREGOR S. BAILAR, STEPHEN M.)	Case No. 1:17-cv-00290-TSE-TCB
CARTER, GORDON J. COBURN,)	
KATHLEEN A. CORBET, L. KEVIN)	
COX, DANIEL O. LEEMON, STACEY S.)	
RAUCH, and JEFFREY R. TARR,)	
)	
Defendants.)	

**STIPULATION OF DISMISSAL WITH PREJUDICE PURSUANT TO FEDERAL RULE
OF CIVIL PROCEDURE 41(a)**

WHEREAS, on January 5, 2017, CEB, Inc. (“CEB” or the “Company”) entered into an agreement and plan of merger (“Merger Agreement”) with Gartner, Inc. (“Gartner”) pursuant to which the Company’s shareholders would receive \$54.00 in cash and 0.2284 shares of Gartner stock for each share of CEB stock that they own (the “Proposed Transaction”);

WHEREAS, on March 7, 2017, CEB filed its Definitive Proxy Statement (the “Proxy Statement”) with the Securities and Exchange Commission (“SEC”) in support of the above Proposed Transaction;

WHEREAS, on March 13, 2017, Plaintiff Michael Gordon (“Plaintiff”) filed the above-captioned putative class action (the “Action”) alleging Defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder (the

“Exchange Act”) by causing the allegedly materially incomplete and misleading Proxy Statement to be filed;

WHEREAS, on March 13, 2017, Plaintiff also filed a Motion for Preliminary Injunction to enjoin the April 4, 2017 shareholder vote on the Proposed Transaction unless and until Defendants cured their alleged Exchange Act violations, with a Motion to Shorten Time and for Expedited Hearing (“Motion to Shorten Time”) prior to the April 4, 2017 shareholder vote;

WHEREAS, the Court granted the Motion to Shorten Time on March 14, 2017, setting a briefing schedule on the Motion for Preliminary Injunction and scheduling a hearing on that Motion for March 31, 2017;

WHEREAS, counsel for the parties engaged in arm’s-length negotiations to attempt to resolve the claims raised in the Complaint and the Motion for Preliminary Injunction;

WHEREAS, on March 22, 2017, the parties agreed on a draft of supplemental disclosures related to the Proposed Transaction (the “Supplemental Disclosures”), which Plaintiff believes address and moot his claims regarding the sufficiency of the disclosures in the Proxy Statement, and based on the agreement that Defendants would file the Supplemental Disclosures with the SEC no later than March 24, 2017, Plaintiff withdrew the Motion for Preliminary Injunction;

WHEREAS, Defendants filed a supplement to the Proxy Statement that included the Supplemental Disclosures on March 24, 2017;

WHEREAS, Plaintiff’s Counsel believes they may assert a claim for a fee in connection with the prosecution of the Action and the issuance of the Supplemental Disclosure, and have informed Defendants of their intention to petition the Court for such a fee if their claim cannot be resolved through negotiations between counsel for Plaintiff and Defendants (the “Fee Application”);

WHEREAS, all of the Defendants in the Action reserve all rights, arguments and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or her attorneys, and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee application or award; and

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious.

STIPULATION

NOW, THEREFORE IT IS STIPULATED AND AGREED, by and among the undersigned counsel for the parties:

1. The Action is dismissed, and all claims asserted therein are dismissed with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice.
2. The Court retains jurisdiction over the Action solely for the purpose of determining Plaintiff's forthcoming Fee Application, if such Fee Application becomes necessary.
3. This Order is entered without prejudice to any right, position, claim, or defense any party may assert with respect to the Fee Application, which includes the Defendants' right to oppose the Fee Application.
4. To the extent that the parties are unable to reach an agreement concerning the Fee Application, they may contact the Court regarding a briefing schedule and hearing to present such application to the Court.

5. Upon completion of briefing, the parties shall promptly contact the Court to schedule argument regarding Plaintiff's Counsel's Fee Application at a time convenient to the Court.

6. If the parties reach an agreement concerning the Fee Application, they will notify the Court. Upon such notification, the Court will close the Action.

IT IS SO STIPULATED.

Respectfully submitted this 29th day of March, 2017.

MEYERGOERGEN PC

/s/ Scott A. Simmons

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PURSUANT TO STIPULATION, IT IS SO ORDERED.

Honorable T.S. Ellis, III
United States District Judge

DATED: March ____, 2017

CERTIFICATE OF SERVICE

I hereby certify that on March 13, 2017, I electronically filed a true and correct copy of the foregoing Stipulation of Dismissal with Prejudice Pursuant to Federal Rule of Civil Procedure 41(a), with proposed order, with the Clerk of Court using the CM/ECF system, which sent notification of such filing to all registered users, and I also hereby certify that I served notification of the foregoing Stipulation with proposed order via email and U.S. Mail to:

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